

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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|--|---|
| -----X                                     |   |
| <b>In re</b>                               | : |
|  | : |
| <b>SEARS HOLDINGS CORPORATION, et al.,</b> | : |
|  | : |
|  | : |
| <b>Debtors.<sup>1</sup></b>                | : |
| -----X                                     |   |

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**AFFIDAVIT OF SERVICE**

I, Nora Hafez, depose and say that I am employed by Prime Clerk LLC (“**Prime Clerk**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 5, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit A**:

- Thirteenth Monthly Fee Statement of M-III Advisory Partners, LP for Compensation Earned and Expenses Incurred for Period of October 1, 2019 through October 31, 2019 [Docket No. 5561]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: November 8, 2019

  
\_\_\_\_\_  
Nora Hafez

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on November 8, 2019, by Nora Hafez, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

MARK M BROWN  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 02BR6305738  
Qualified in New York County  
My Commission Expires June 09, 2022

**Exhibit A**

Exhibit A  
Fee Application Service List  
Served as set forth below

| DESCRIPTION  | NAME   | ADDRESS  | EMAIL  | METHOD OF SERVICE          |
|--|--|--|--|----------------------------|
| Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.  | Akin Gump Strauss Hauer & Feld LLP               | Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner<br>One Bryant Park<br>New York NY 10036  | idizengoff@akingump.com<br>pdublin@akingump.com<br>aqureshi@akingump.com<br>sbrauner@akingump.com  | Email                      |
| Counsel to Brixmor Property Group, Inc., Federal Realty Investment Trust, and Fee Examiner   | Ballard Spahr LLP                                | Attn: David L. Pollack, Vincent J. Marriott, III<br>52nd Floor - Mellon Bank Center<br>1735 Market Street<br>Philadelphia PA 19103                               | pollack@ballardspahr.com,<br>marriott@ballardspahr.com   | First Class Mail and Email |
| Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, and Fee Examiner | Ballard Spahr LLP                                | Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb<br>919 N. Market Street<br>11th Floor<br>Wilmington DE 19801 | heilmanl@ballardspahr.com<br>summersm@ballardspahr.com<br>daluzt@ballardspahr.com<br>roglenl@ballardspahr.com<br>mcclambc@ballardspahr.com | First Class Mail and Email |
| Fee Examiner   | Ballard Spahr LLP                                | Attn: Paul E. Harner<br>1675 Broadway<br>New York, NY 10019-5820   | harnerp@ballardspahr.com;<br>kutnera@ballardspahr.com  | First Class Mail and Email |
| United States Bankruptcy Court for the Southern District of New York   | Chambers of Honorable Robert D. Drain            | Sears Chambers Copy<br>US Bankruptcy Court SDNY<br>300 Quarropas Street, Room 248<br>White Plains NY 10601   |  | Overnight Mail             |
| United States Trustee Southern District of New York  | Office of The United States Trustee for Region 2 | Attn: Paul Schwartzberg, Richard Morrissey<br>201 Varick St.<br>Suite 1006<br>New York NY 10014  | richard.morrissey@usdoj.gov<br>paul.schwartzberg@usdoj.gov   | Overnight Mail and Email   |
| Debtors  | Sears Holding Corporation                        | Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker<br>3333 Beverly Road<br>Hoffman Estates IL 60179   | rob.riecker@searshc.com;<br>luke.valentino@searshc.com   | First Class Mail and Email |
| Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent  | Skadden, Arps, Slate, Meagher & Flom LLP         | Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.<br>4 Times Square<br>New York NY 10036  | Paul.Leake@skadden.com<br>Shana.Elberg@skadden.com<br>George.Howard@skadden.com  | Email                      |